

ORIGINAL

OFFICIAL FILE

STATE OF ILLINOIS

ILLINOIS
COMMERCE COMMISSION

msm

ILLINOIS COMMERCE COMMISSION

2004 OCT 25 1 A 11: 04

Union Electric Company d/b/a AmerenUE :

CHIEF CLERK'S OFFICE

Request pursuant to Section 6-102 of the :
Illinois Public Utilities Act for an order :
authorizing Union Electric Company d/b/a :
AmerenUE to incur an indebtedness by :
undertaking the obligation to pay the :
principal, interest and redemption :
premium, if any, on up to \$300,000,000 : 04-0555
principal amount of Senior Secured Notes :
for the purpose of refunding, redeeming :
and/or refinancing outstanding evidences :
of indebtedness. :

REPORT OF ISSUANCE OF SENIOR SECURED NOTES

To the Illinois Commerce Commission,

The undersigned, Union Electric Company d/b/a AmerenUE ("AmerenUE"), in accordance with the requirements of Ordered Paragraph 10 of Order entered by the Illinois Commerce Commission (the "Commission") on September 14, 2004 in the above entitled case, hereby submits its report as follows:

For the quarter ended September 30, 2004, transactions pursuant to the issuance of \$300,000,000 5.10% Senior Secured Notes due 2019 (the "Notes") were as follows:

\$300,000,000 aggregate principal amount of the Notes, along with AmerenUE's evidence of indebtedness in connection therewith, pursuant to the terms of the Agreement (as defined below), were delivered on September 23, 2004.

The price per one hundred dollars face amount at which such Notes were issued and sold was \$100.00.

AmerenUE and The Bank of New York, as Trustee, previously entered into a Senior Note Indenture Agreement (the "Agreement") dated as of August 15, 2002, relating to the Notes, which Agreement sets forth the Company's obligations with respect to the Notes. BNP Paribas Securities Corporation, BNY Capital Markets, Inc., and Lehman Brothers Inc. are the underwriters with respect to the Notes. The Notes were sold to the underwriters for resale to the public. Insofar as known, none of the underwriters are an "affiliated interest" of AmerenUE within the meaning of Section 7-101 of the Public Utilities Act of Illinois (220 ILCS 5/7-101).

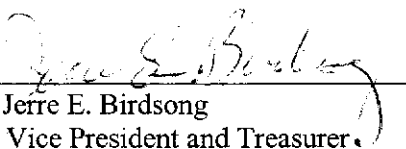
The Notes were sold to the public at 99.957% of their principal amount. The underwriters collectively received a total fee of \$2,250,000 for their services, which was paid by AmerenUE. The net proceeds from the sale of the Notes was used to repay short-term debt temporarily incurred to pay at maturity AmerenUE's \$188,000,000 6.875% first mortgage bonds which matured on August 1, 2004; repay other outstanding short-term debt; and to pay related expenses.

Expenses incurred through September 30, 2004, in connection with the issuance of the Notes were as follows:

Fees charged by Illinois Commerce Commission	\$ 44,064
Underwriter Fees	2,250,000
Miscellaneous Expenses	225
Total	<u>\$ 2,294,289</u>

Dated: October 20, 2004

UNION ELECTRIC COMPANY
d/b/a AmerenUE

By 
Jerre E. Birdsong
Vice President and Treasurer

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 20th day of October, 2004, before me appeared JERRE E. BIRDSONG, to me personally known, who, being by me duly sworn, did say that he is Vice President and Treasurer of UNION ELECTRIC COMPANY, a Missouri corporation, and that he had read the above report and the contents are true to the best of his knowledge, information and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

B. A. KITCHENS

B. A. KITCHENS
Notary Public — Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: July 9, 2007